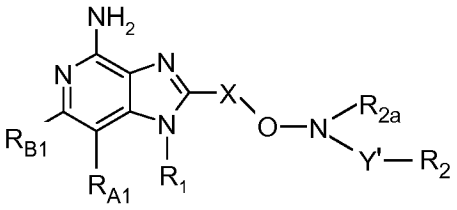
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (canceled)

2. (original) A compound of the Formula II:



II

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

R_{A1} and R_{B1} are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

or when taken together, R_{A1} and R_{B1} form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R_3 group, or substituted by one R_3 group and one R group;

or when taken together, R_{A1} and R_{B1} form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_3 is selected from the group consisting of:

$-Z-R_4$,

$-Z-X'-R_4$,

$-Z-X'-Y-R_4$,

$-Z-X'-Y-X'-Y-R_4$, and

$-Z-X'-R_5$;

Y' is selected from the group consisting of:

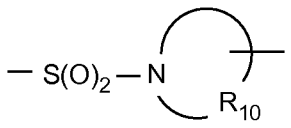
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

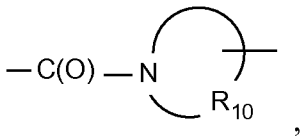
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R_1 is selected from the group consisting of:

-R_4,

-X'-R_4,

-X'-Y-R_4,

-X'-Y-X'-Y-R_4,

-X'-R_5,

-X''-O-NR_{1a}-Y'-R_{1b}, and

-X''-O-N=C(R_1')(R_1'');

R_{1a}, R_{1b}, R_1', R_1'', R_2, and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)$_{0-2}$-alkyl,

-S(O)$_{0-2}$-aryl,

-NH-S(O)$_2$-alkyl,

-NH-S(O)$_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

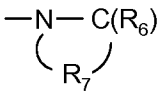
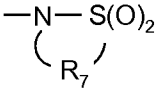
-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

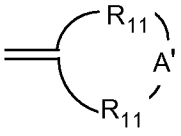
-O-(CO)-alkyl, and

-C(O)-alkyl;

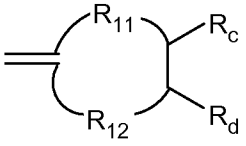
or R_{1a} and R_{1b} and/or R_2 and R_{2a} together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:

 and  ;

or R_1' and R_1" can join together to form a ring system selected from the group consisting of:



wherein the total number of atoms in the ring is 4 to 9, and



wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is $-CH(R_{13})$-alkylene- or $-CH(R_{13})$-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

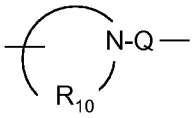
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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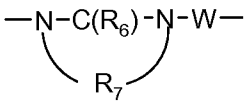
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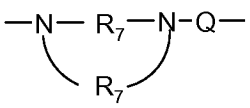
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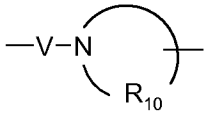
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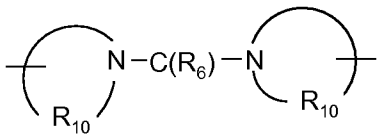
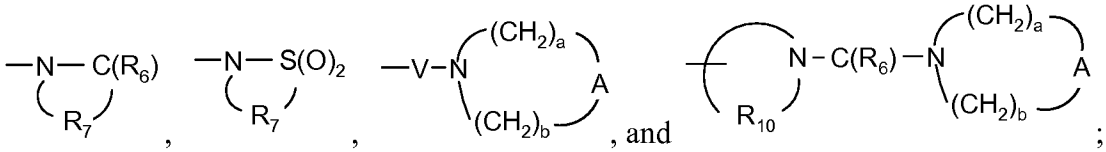

;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:


;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $–CH_2$-, -O-, -C(O)-, $-S(O)_{0-2}$-, and $–N(R_4)$-;

A' is selected from the group consisting of -O-, $-S(O)_{0-2}$-, $-N(-Q-R_4)$-, and $-CH_2$-;

Q is selected from the group consisting of a bond, $-C(R_6)$-, $-C(R_6)-C(R_6)$-, $-S(O)_2$-, $-C(R_6)-N(R_8)-W$-, $-S(O)_2-N(R_8)$-, $-C(R_6)-O$-, and $-C(R_6)-N(OR_9)$-;

V is selected from the group consisting of $-C(R_6)$-, $-O-C(R_6)$-, $-N(R_8)-C(R_6)$-, and $-S(O)_2$-;

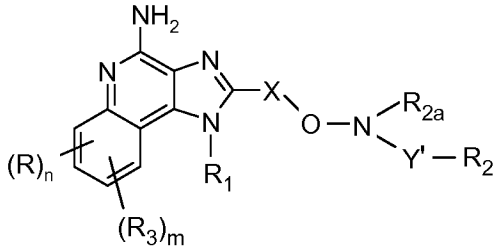
W is selected from the group consisting of a bond, -C(O)-, and $–S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

3. (canceled)

4. (original) A compound of the Formula IIIa:



IIIa

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

Y' is selected from the group consisting of:

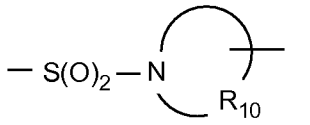
a bond,

-C(O)-,

-C(S)-,

-$S(O)_2$-,

-$S(O)_2$-$N(R_8)$-,



,

-C(O)-O-,

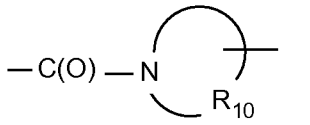
-C(O)-$N(R_8)$-,

-C(S)-$N(R_8)$-,

-C(O)-$N(R_8)$-$S(O)_2$-,

-C(O)-$N(R_8)$-C(O)-,

-C(S)-$N(R_8)$-C(O)-,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-$N(R_8)$-;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

-$N(R_9)_2$;

R_1 is selected from the group consisting of:

-R_4,

-X'-R_4,

-X'-Y-R_4,

-X'-Y-X'-Y-R_4,

-X'-R_5,

-X''-O-NR_{1a}-Y'-R_{1b}, and

-X''-O-N=C(R_1')(R_1'');

R_{1a}, R_{1b}, R_1', R_1'', R_2, and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-$S(O)_{0-2}$-alkyl,

-$S(O)_{0-2}$-aryl,

-NH-$S(O)_2$-alkyl,

-NH-$S(O)_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

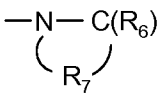
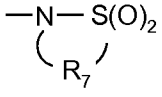
-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

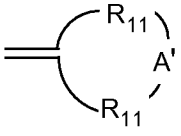
-O-(CO)-alkyl, and

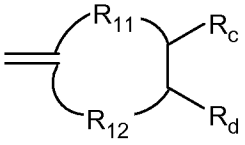
-C(O)-alkyl;

or R_{1a} and R_{1b} and/or R_2 and R_{2a} together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:


and

;

or R_1' and R_1" can join together to form a ring system selected from the group consisting of:


wherein the total number of atoms in the ring is 4 to 9, and


wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and –N(R_9)$_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

R_3 is selected from the group consisting of:

-Z-R_4,

-Z-X'-R_4,

-Z-X'-Y-R_4,

-Z-X'-Y-X'-Y-R_4, and

-Z-X'-R_5;

n is an integer from 0 to 4;

m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is –CH(R_{13})-alkylene- or –CH(R_{13})-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-$S(O)_{0-2}$-,

-$S(O)_2$-N(R_8)-,

-C(R_6)-,

-C(R_6)-O-,

-O-C(R_6)-,

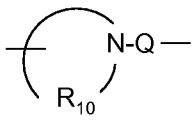
-O-C(O)-O-,

-N(R_8)-Q-,

-C(R_6)-N(R_8)-,

-O-C(R_6)-N(R_8)-,

-C(R_6)-N(OR_9)-,



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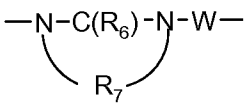

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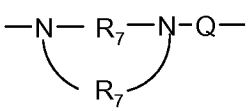

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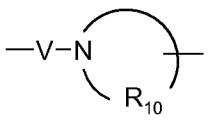

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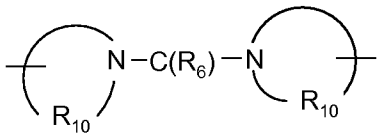
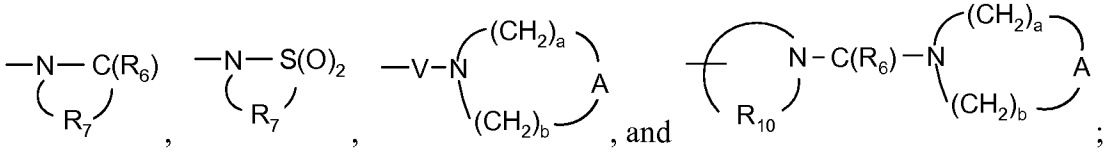


;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $-CH_2-$, -O-, -C(O)-, $-S(O)_{0-2}-$, and

–$N(R_4)$-;

A' is selected from the group consisting of -O-, -$S(O)_{0-2}$-, -N(-Q-R_4)-, and -CH_2-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, and -$C(R_6)$-$N(OR_9)$-;

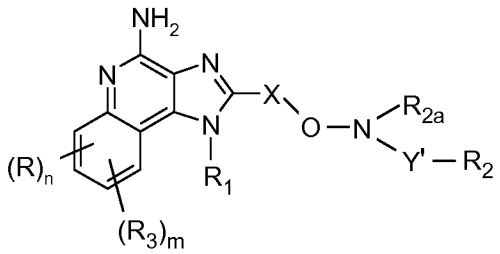
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and –$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

5. (original) A compound of the Formula IIIa:



IIIa

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

Y' is selected from the group consisting of:

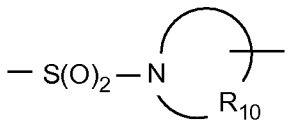
a bond,

-C(O)-,

-C(S)-,

-$S(O)_2$-,

-$S(O)_2$-$N(R_8)$-,



,

-C(O)-O-,

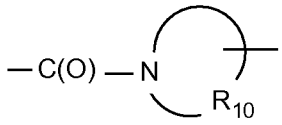
-C(O)-$N(R_8)$-,

-C(S)-$N(R_8)$-,

-C(O)-N(R_8)-S(O)$_2$-,

-C(O)-N(R_8)-C(O)-,

-C(S)-N(R_8)-C(O)-,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R_2 and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)$_{0-2}$-alkyl,

-S(O)$_{0-2}$-aryl,

-NH-S(O)$_2$-alkyl,

-NH-S(O)$_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

-O-(CO)-alkyl, and

-C(O)-alkyl;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

-N(R_9)$_2$;

R_1 is selected from the group consisting of:

-R_4,

-X'-R_4,

-X'-Y-R_4,

-X'-Y-X'-Y-R_4,

-X'-R_5,

-X''-O-NH-Y'-R_1', and

-X"-O-N=C(R_1')(R_1");

R_3 is selected from the group consisting of:

-Z-R_4,

-Z-X'-R_4,

-Z-X'-Y-R_4,

-Z-X'-Y-X'-Y-R_4, and

-Z-X'-R_5;

n is an integer from 0 to 4;

m is 0 or 1; with the proviso that when m is 1, then n is 0 or 1;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is –CH(R_{13})-alkylene- or –CH(R_{13})-alkenylene-;

Y is selected from the group consisting of:

-S(O)$_{0-2}$-,

-S(O)$_2$-N(R_8)-,

-C(R_6)-,

-C(R_6)-O-,

-O-C(R_6)-,

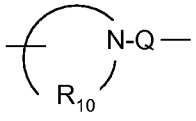
-O-C(O)-O-,

-N(R_8)-Q-,

-C(R_6)-N(R_8)-,

-O-C(R_6)-N(R_8)-,

-C(R_6)-N(OR_9)-,



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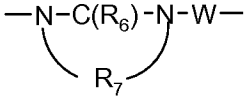

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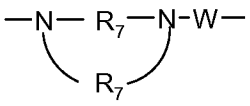
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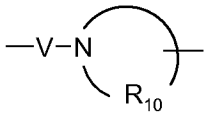
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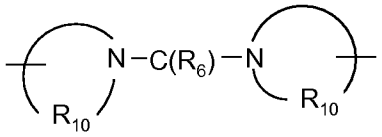
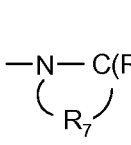

;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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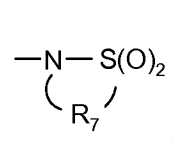
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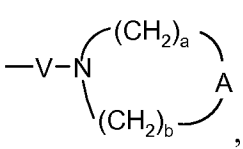
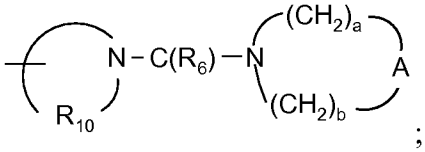
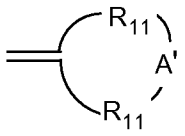
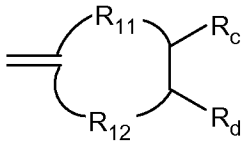

, and

;

R_1', and R_1'' are independently the same as R_2, or R_1' and R_1'' can join together to form a ring system selected from the group consisting of:


wherein the total number of atoms in the ring is 4 to 9, and


wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $-CH_2$-, -O-, -C(O)-, $-S(O)_{0-2}$-, and $-N(R_4)$-;

A' is selected from the group consisting of -O-, $-S(O)_{0-2}$-, -N(-Q-R_4)-, and $-CH_2$-;

Q is selected from the group consisting of a bond, $-C(R_6)$-, $-C(R_6)-C(R_6)$-, $-S(O)_2$-, $-C(R_6)-N(R_8)-W$-, $-S(O)_2-N(R_8)$-, $-C(R_6)-O$-, and $-C(R_6)-N(OR_9)$-;

V is selected from the group consisting of $-C(R_6)$-, $-O-C(R_6)$-, $-N(R_8)-C(R_6)$-, and $-S(O)_2$-;

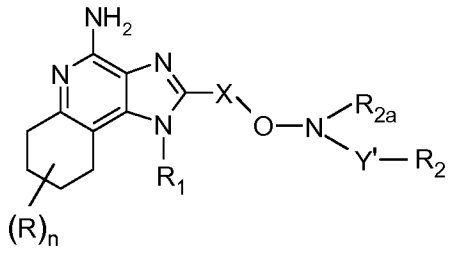
W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

6. (canceled)

7. (currently amended) ~~A~~ The compound of claim 2 wherein the compound is of the Formula (IVa):



IVa

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

Y' is selected from the group consisting of:

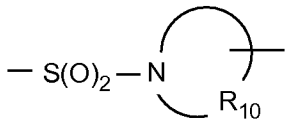
a bond,

-C(O)-,

-C(S)-,

-$S(O)_2$-,

-$S(O)_2$-N(R_8)-,



,

-C(O)-O-,

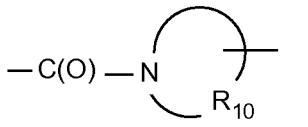
-C(O)-N(R_8)-,

-C(S)-N(R_8)-,

-C(O)-N(R_8)-$S(O)_2$-,

-C(O)-N(R_8)-C(O)-,

-C(S)-N(R_8)-C(O)-,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_1 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y-R_4$,

$-X'-Y-X'-Y-R_4$,

$-X'-R_5$,

$-X''-O-NR_{1a}-Y'-R_{1b}$, and

$-X''-O-N=C(R_1')(R_1'')$;

R_{1a}, R_{1b}, R_1', R_1'', R_2, and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)$_{0-2}$-alkyl,

-S(O)$_{0-2}$-aryl,

-NH-S(O)$_2$-alkyl,

-NH-S(O)$_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

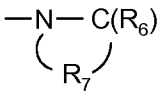
-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

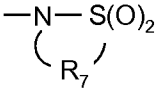
-O-(CO)-alkyl, and

-C(O)-alkyl;

or R_{1a} and R_{1b} and/or R_2 and R_{2a} together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:

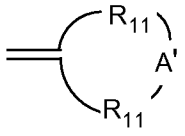


and

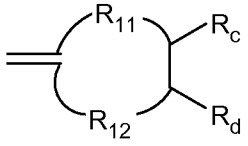


;

or R_1' and R_1" can join together to form a ring system selected from the group consisting of:



wherein the total number of atoms in the ring is 4 to 9, and



wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

n is an integer from 0 to 4;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is $-CH(R_{13})$-alkylene- or $-CH(R_{13})$-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

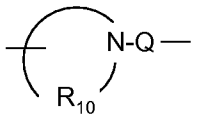
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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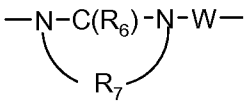
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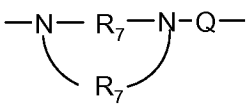
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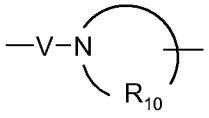
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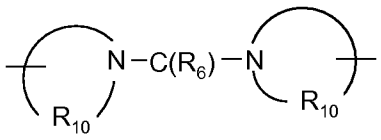
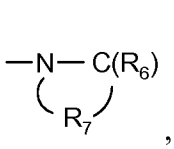

;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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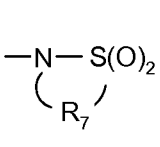
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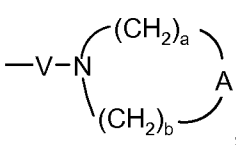
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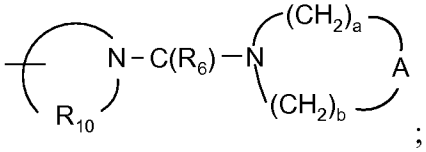

;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $–CH_2$-, -O-, -C(O)-, -$S(O)_{0-2}$-, and $–N(R_4)$-;

A' is selected from the group consisting of -O-, -$S(O)_{0-2}$-, -N(-Q-R_4)-, and -CH_2-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, and -$C(R_6)$-$N(OR_9)$-;

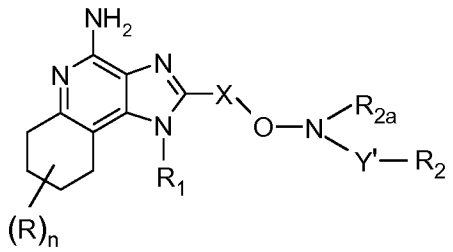
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and $–S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

8. (original) A compound of the Formula IVa:



IVa

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

Y' is selected from the group consisting of:

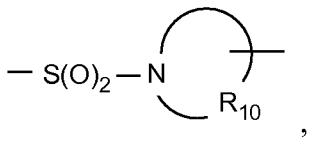
a bond,

-C(O)-,

-C(S)-,

-$S(O)_2$-,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

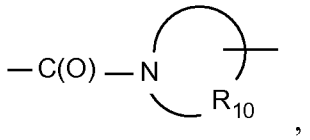
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R_2 and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)$_{0-2}$-alkyl,

-S(O)$_{0-2}$-aryl,

-NH-S(O)$_2$-alkyl,

-NH-S(O)$_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy;

-C(O)-O-alkyl,

-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

-O-(CO)-alkyl, and

-C(O)-alkyl;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

-N(R_9)$_2$;

n is an integer from 0 to 4;

R_1 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y-R_4$,

$-X'-Y-X'-Y-R_4$,

$-X'-R_5$,

$-X''-O-NH-Y'-R_1'$, and

$-X''-O-N=C(R_1')(R_1'')$;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X'' is $-CH(R_{13})$-alkylene- or $-CH(R_{13})$-alkenylene-;

Y is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

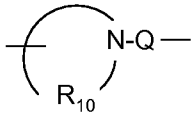
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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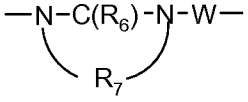

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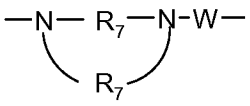
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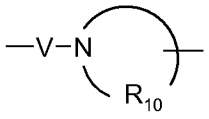
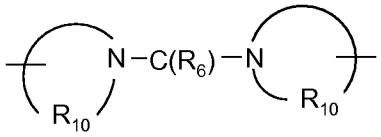
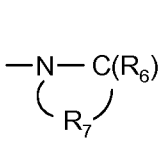

, and


;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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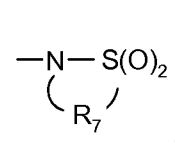
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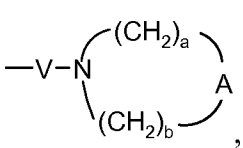
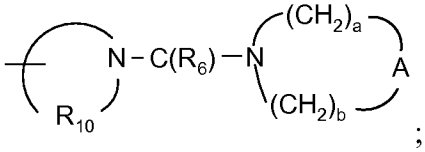
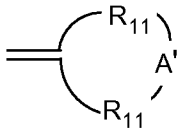
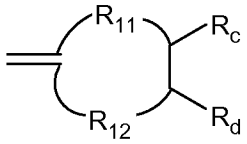

, and

;

R_1' and R_1'' are independently R_2, or R_1' and R_1'' can join together to form a ring system selected from the group consisting of:


wherein the total number of atoms in the ring is 4 to 9, and


wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $-CH_2$-, -O-, -C(O)-, $-S(O)_{0-2}$-, and $-N(R_4)$-;

A' is selected from the group consisting of -O-, $-S(O)_{0-2}$-, -N(-Q-R_4)-, and $-CH_2$-;

Q is selected from the group consisting of a bond, $-C(R_6)$-, $-C(R_6)-C(R_6)$-, $-S(O)_2$-, $-C(R_6)-N(R_8)$-W-, $-S(O)_2-N(R_8)$-, $-C(R_6)$-O-, and $-C(R_6)-N(OR_9)$-;

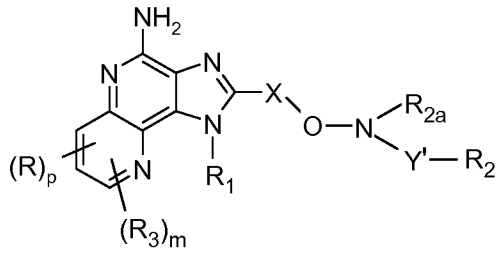
V is selected from the group consisting of $-C(R_6)$-, $-O-C(R_6)$-, $-N(R_8)-C(R_6)$-, and $-S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

9. (currently amended) ~~A~~ The compound of claim 2 wherein the compound is of the Formula V:



V

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

Y' is selected from the group consisting of:

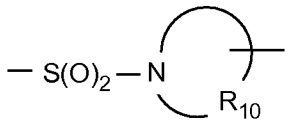
a bond,

-C(O)-,

-C(S)-,

-$S(O)_2$-,

-$S(O)_2$-N(R_8)-,



,

-C(O)-O-,

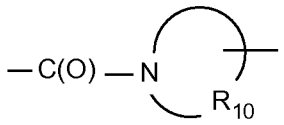
-C(O)-N(R_8)-,

-C(S)-N(R_8)-,

-C(O)-N(R_8)-$S(O)_2$-,

-C(O)-N(R_8)-C(O)-,

-C(S)-N(R_8)-C(O)-,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_1 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y-R_4$,

$-X'-Y-X'-Y-R_4$,

$-X'-R_5$,

$-X''-O-NR_{1a}-Y'-R_{1b}$, and

$-X''-O-N=C(R_1')(R_1'')$;

R_{1a}, R_{1b}, R_1', R_1'', R_2, and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)$_{0-2}$-alkyl,

-S(O)$_{0-2}$-aryl,

-NH-S(O)$_2$-alkyl,

-NH-S(O)$_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

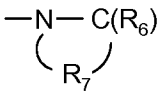
-C(O)-N(R_8)$_2$,

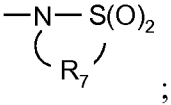
-N(R_8)-C(O)-alkyl,

-O-(CO)-alkyl, and

-C(O)-alkyl;

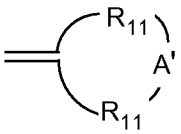
or R_{1a} and R_{1b} and/or R_2 and R_{2a} together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



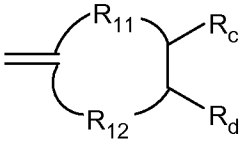
and


;

or R_1' and R_1" can join together to form a ring system selected from the group consisting of:



wherein the total number of atoms in the ring is 4 to 9, and



wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and $-N(R_9)_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

R_3 is selected from the group consisting of:

$-Z-R_4$,

$-Z-X'-R_4$,

$-Z-X'-Y-R_4$,

$-Z-X'-Y-X'-Y-R_4$, and

$-Z-X'-R_5$;

p is an integer from 0 to 3;

m is 0 or 1, with the proviso that when m is 1, p is 0 or 1;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is $-CH(R_{13})$-alkylene- or $-CH(R_{13})$-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

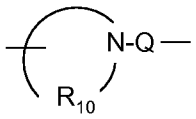
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,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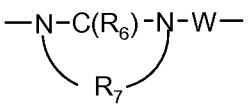
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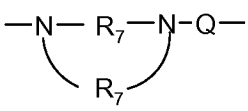
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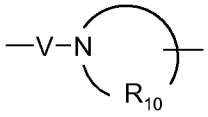
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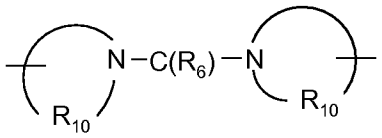
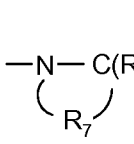

;

Z is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of: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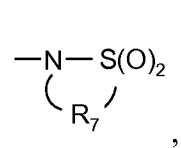
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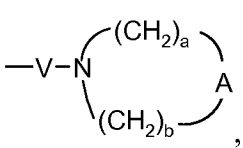
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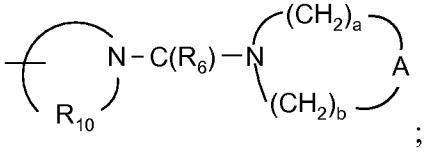

;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl,

C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $-CH_2-$, -O-, -C(O)-, $-S(O)_{0-2}-$, and $-N(R_4)-$;

A' is selected from the group consisting of -O-, $-S(O)_{0-2}-$, $-N(-Q-R_4)-$, and $-CH_2-$;

Q is selected from the group consisting of a bond, $-C(R_6)-$, $-C(R_6)-C(R_6)-$, $-S(O)_2-$, $-C(R_6)-N(R_8)-W-$, $-S(O)_2-N(R_8)-$, $-C(R_6)-O-$, and $-C(R_6)-N(OR_9)-$;

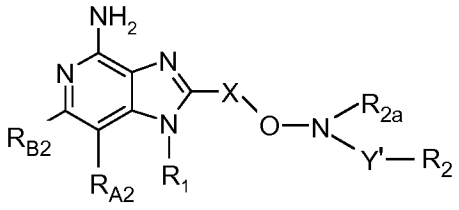
V is selected from the group consisting of $-C(R_6)-$, $-O-C(R_6)-$, $-N(R_8)-C(R_6)-$, and $-S(O)_2-$;

W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2-$; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

10. (currently amended) ~~A~~ The compound of claim 2 wherein the compound is of the Formula VI:



VI

wherein:

X is C_{1-10} alkylene or C_{2-10} alkenylene;

R_{A2} and R_{B2} are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

Y' is selected from the group consisting of:

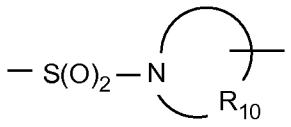
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

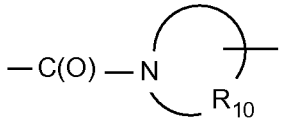
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R_1 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y-R_4$,

-X'-Y-X'-Y-R_4,

-X'-R_5,

-X''-O-NR_{1a}-Y'-R_{1b}, and

-X''-O-N=C(R_1')(R_1'');

R_{1a}, R_{1b}, R_1', R_1'', R_2, and R_{2a} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-$S(O)_{0-2}$-alkyl,

-$S(O)_{0-2}$-aryl,

-NH-$S(O)_2$-alkyl,

-NH-$S(O)_2$-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,

heterocyclyl,

aryloxy,

arylalkyleneoxy,

-C(O)-O-alkyl,

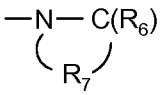
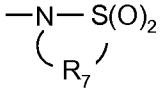
-C(O)-N(R_8)$_2$,

-N(R_8)-C(O)-alkyl,

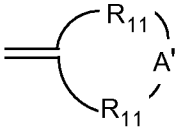
-O-(CO)-alkyl, and

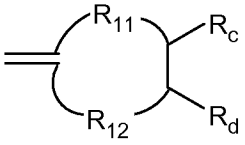
-C(O)-alkyl;

or R_{1a} and R_{1b} and/or R_2 and R_{2a} together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:


and

;

or R_1' and R_1" can join together to form a ring system selected from the group consisting of:


wherein the total number of atoms in the ring is 4 to 9, and


wherein the total number of atoms in the ring is 4 to 9;

R_c and R_d are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and –N(R_9)$_2$; or R_c and R_d can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

X" is –CH(R_{13})-alkylene- or –CH(R_{13})-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y is selected from the group consisting of:

-$S(O)_{0-2}$-,

-$S(O)_2$-$N(R_8)$-,

-$C(R_6)$-,

-$C(R_6)$-O-,

-O-$C(R_6)$-,

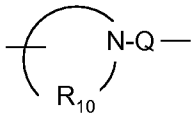
-O-C(O)-O-,

-$N(R_8)$-Q-,

-$C(R_6)$-$N(R_8)$-,

-O-$C(R_6)$-$N(R_8)$-,

-$C(R_6)$-$N(OR_9)$-,



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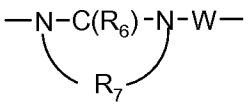

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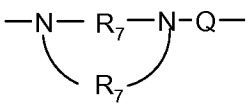

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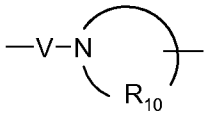
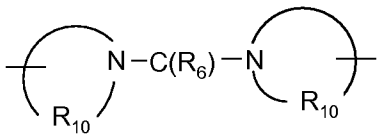


, and

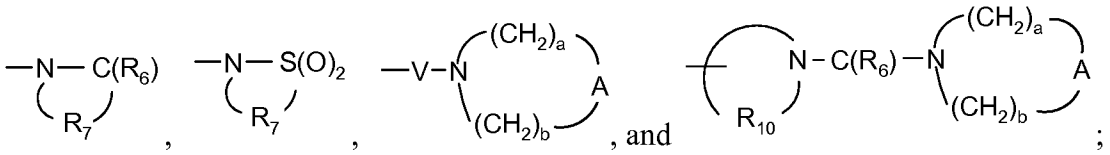


;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or

substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



, , , and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

R_{11} is C_{1-6} alkylene or C_{2-6} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{12} is selected from the group consisting of a bond, C_{1-5} alkylene, and C_{2-5} alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;

R_{13} is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups;

A is selected from the group consisting of $–CH_2$-, -O-, -C(O)-, -$S(O)_{0-2}$-, and $–N(R_4)$-;

A' is selected from the group consisting of -O-, -$S(O)_{0-2}$-, -N(-Q-R_4)-, and -CH_2-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-N(R_8)-W-, -$S(O)_2$-N(R_8)-, -$C(R_6)$-O-, and -$C(R_6)$-N(OR_9)-;

V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -N(R_8)-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and $–S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a pharmaceutically acceptable salt thereof.

11-12 (canceled)

13. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 7 ~~3 through 8, or claim 12 as dependent on any one of claims 4 or 5,~~ wherein n is 0.

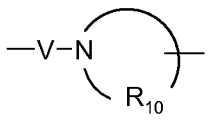
14. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 4 ~~or 5 or claim 13 as dependent on any one of claims 4, 5, or 12~~ wherein m and n are 0.

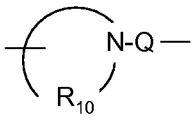
15. (currently amended) The compound or salt of claim 9 ~~or claim 12 as dependent on any one of claims 9 or 11~~ wherein p and m are 0.

16. (original) The compound or salt of claim 10 wherein R_{A2} and R_{B2} are each methyl.

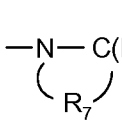
17-18 (canceled)

19. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 2~~, 4, 5, 7 through 12, or 14 through 16, or claim 13 as dependent on any one of claims 4, 5, 7, 8, or 12,~~ wherein R_1 is selected from the group consisting of alkyl, arylalkylenyl, aryloxyalkylenyl, hydroxyalkyl, alkylsulfonylalkylenyl, -X'-Y-R_4, and -X'-R_5; wherein X' is alkylene; Y is -N(R_8)-C(O)-, -N(R_8)-S(O)$_2$-, -N(R_8)-S(O)$_2$-N(R_8)-, -N(R_8)-C(O)-N(R_8)-, -N(R_8)-C(O)-N(R_8)-C(O)-,



, or


; R_4 is hydrogen, alkyl, alkenyl, aryl, or heteroaryl, wherein alkyl and alkenyl are optionally substituted by aryl or aryloxy and wherein aryl is optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, cyano, haloalkyl, and halogen; and R_5 is



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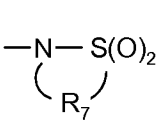
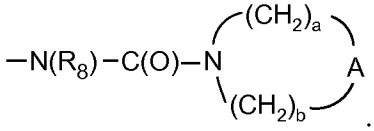
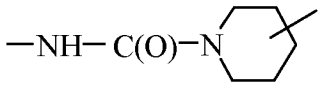


, or


.

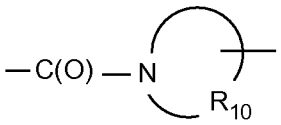
20. (original) The compound or salt of claim 19 wherein R_1 is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or –X'-Y-R_4; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-$S(O)_2$-, -NH-$S(O)_2$-N(R_8)-, -NH-C(O)-N(R_8)-, -NH-C(O)-NH-C(O)-, or



; and R_8 is hydrogen or methyl.

21. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 21 ~~through 20~~ wherein X is C_{1-4} alkylene.

22. (original) The compound or salt of claim 21 wherein X is methylene.

23. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 21 ~~through 22~~ wherein Y' is selected from the group consisting of a bond, -C(O)-, -C(O)-O-, -$S(O)_2$-, -$S(O)_2$-N(R_8)-, -C(O)-N(R_8)-, -C(S)-N(R_8)-, -C(O)-N(R_8)-C(O)-, and  .

24. (original) The compound or salt of claim 23 wherein Y' is selected from the group consisting of -C(O)-, -$S(O)_2$-, and -C(O)-N(R_8)-.

25. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 21 ~~through 24~~ wherein R_2 and R_{2a} are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino, -$S(O)_{0-2}$-alkyl, -$S(O)_{0-2}$-aryl, -NH-$S(O)_2$-alkyl, -NH-$S(O)_2$-aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl, -C(O)-N(R_8)$_2$, -N(R_8)-C(O)-alkyl, -O-(CO)-alkyl, and -C(O)-alkyl.

26. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 25~~ wherein R_{2a} is hydrogen.

27. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 25~~ wherein R_2 and R_{2a} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substitu~~t~~ents selected from the group consisting of C_{1-10} alkyl, aryl, heteroaryl, C_{1-10} alkoxy, -O-C(O)-C_{1-10} alkyl, -C(O)-O-C_{1-10} alkyl, halogen, and cyano.

28. (currently amended) The compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 27~~ wherein R_2 is alkyl or substituted alkyl, and R_{2a} is hydrogen.

29. (original) The compound or salt of claim 28 wherein R_2 is methyl or cyclopropyl, and R_{2a} is hydrogen.

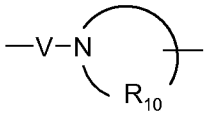
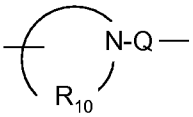
30-34 (canceled)

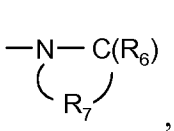
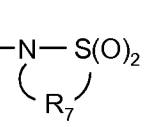
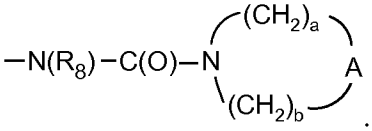
35. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 34~~ in combination with a pharmaceutically acceptable carrier.

36. (currently amended) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 34~~ to the animal.

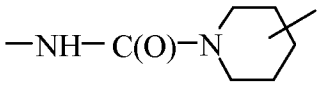
37. (currently amended) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of ~~any one of~~ claim~~s~~ 2~~1 through 34~~ to the animal.

38. (currently amended) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of ~~any one of~~ claims ~~21 through 34~~ to the animal.

39. (new) The compound or salt of claim 4 wherein R_1 is selected from the group consisting of alkyl, arylalkylenyl, aryloxyalkylenyl, hydroxyalkyl, alkylsulfonylalkylenyl, -X'-Y-R_4, and -X'-R_5; wherein X' is alkylene; Y is -N(R_8)-C(O)-, -N(R_8)-S(O)$_2$-, -N(R_8)-S(O)$_2$-N(R_8)-, -N(R_8)-C(O)-N(R_8)-, -N(R_8)-C(O)-N(R_8)-C(O)-,  , or  ; R_4 is hydrogen, alkyl, alkenyl, aryl, or heteroaryl, wherein alkyl and alkenyl are optionally substituted by aryl or aryloxy and wherein aryl is optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, cyano, haloalkyl, and halogen; and R_5 is

 ,  , or  .

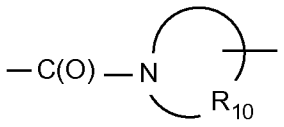
40. (new) The compound or salt of claim 39 wherein R_1 is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or –X'-Y-R_4; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-S(O)$_2$-, -NH-S(O)$_2$-N(R_8)-, -NH-C(O)-N(R_8)-, -NH-C(O)-NH-C(O)-, or

 ; and R_8 is hydrogen or methyl.

41. (new) The compound or salt of claim 4 wherein X is C_{1-4} alkylene.

42. (new) The compound or salt of claim 41 wherein X is methylene.

43. (new) The compound or salt of claim 4 wherein Y' is selected from the group consisting of a bond, -C(O)-, -C(O)-O-, -S(O)$_2$-, -S(O)$_2$-N(R_8)-, -C(O)-N(R_8)-,

-C(S)-N(R_8)-, -C(O)-N(R_8)-C(O)-, and  .

44. (new) The compound or salt of claim 43 wherein Y' is selected from the group consisting of -C(O)-, -$S(O)_2$-, and -C(O)-N(R_8)-.

45. (new) The compound or salt of claim 4 wherein R_2 and R_{2a} are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino, -$S(O)_{0-2}$-alkyl, -$S(O)_{0-2}$-aryl,-NH-$S(O)_2$-alkyl, -NH-$S(O)_2$-aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl,
-C(O)-N(R_8)$_2$, -N(R_8)-C(O)-alkyl, -O-(CO)-alkyl, and -C(O)-alkyl.

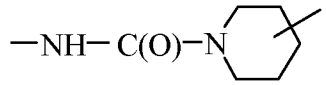
46. (new) The compound or salt of claim 4 wherein R_{2a} is hydrogen.

47. (new) The compound or salt of claim 4 wherein R_2 and R_{2a} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C_{1-10} alkyl, aryl, heteroaryl, C_{1-10} alkoxy, -O-C(O)-C_{1-10} alkyl,
-C(O)-O-C_{1-10} alkyl, halogen, and cyano.

48. (new) The compound or salt of claim 4 wherein R_2 is alkyl or substituted alkyl, and R_{2a} is hydrogen.

49. (new) The compound or salt of claim 48 wherein R_2 is methyl or cyclopropyl, and R_{2a} is hydrogen.

50. (new) The compound or salt of claim 7 wherein R_1 is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or –X'-Y-R_4; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-S(O)$_2$-, -NH-S(O)$_2$-N(R_8)-, -NH-C(O)-N(R_8)-, -NH-C(O)-NH-C(O)-, or



; and R_8 is hydrogen or methyl.

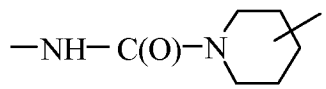
51. (new) The compound or salt of claim 7 wherein X is C_{1-4} alkylene.

52. (new) The compound or salt of claim 7 wherein Y' is selected from the group consisting of -C(O)-, -S(O)$_2$-, and -C(O)-N(R_8)-.

53. (new) The compound or salt of claim 7 wherein R_2 and R_{2a} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C_{1-10} alkyl, aryl, heteroaryl, C_{1-10} alkoxy, -O-C(O)-C_{1-10} alkyl,
-C(O)-O-C_{1-10} alkyl, halogen, and cyano.

54. (new) The compound or salt of claim 7 wherein R_2 is alkyl or substituted alkyl, and R_{2a} is hydrogen.

55. (new) The compound or salt of claim 9 wherein R_1 is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or –X'-Y-R_4; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-S(O)$_2$-, -NH-S(O)$_2$-N(R_8)-, -NH-C(O)-N(R_8)-, -NH-C(O)-NH-C(O)-, or



; and R_8 is hydrogen or methyl.

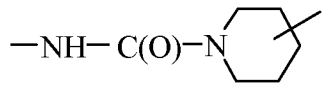
56. (new) The compound or salt of claim 9 wherein X is C_{1-4} alkylene.

57. (new) The compound or salt of claim 9 wherein Y' is selected from the group consisting of -C(O)-, -$S(O)_2$-, and -C(O)-$N(R_8)$-.

58. (new) The compound or salt of claim 9 wherein R_2 and R_{2a} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C_{1-10} alkyl, aryl, heteroaryl, C_{1-10} alkoxy, -O-C(O)-C_{1-10} alkyl,
-C(O)-O-C_{1-10} alkyl, halogen, and cyano.

59. (new) The compound or salt of claim 9 wherein R_2 is alkyl or substituted alkyl, and R_{2a} is hydrogen.

60. (new) The compound or salt of claim 10 wherein R_1 is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or –X'-Y-R_4; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-$S(O)_2$-, -NH-$S(O)_2$-$N(R_8)$-, -NH-C(O)-$N(R_8)$-, -NH-C(O)-NH-C(O)-, or



; and R_8 is hydrogen or methyl.

61. (new) The compound or salt of claim 10 wherein X is C_{1-4} alkylene.

62. (new) The compound or salt of claim 10 wherein Y' is selected from the group consisting of -C(O)-, -$S(O)_2$-, and -C(O)-$N(R_8)$-.

63. (new) The compound or salt of claim 10 wherein R_2 and R_{2a} are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C_{1-10} alkyl, aryl, heteroaryl, C_{1-10} alkoxy, -O-C(O)-C_{1-10} alkyl,
-C(O)-O-C_{1-10} alkyl, halogen, and cyano.

64. (new) The compound or salt of claim 10 wherein R_2 is alkyl or substituted alkyl, and R_{2a} is hydrogen.

65. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 in combination with a pharmaceutically acceptable carrier.

66. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 to the animal.

67. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 7 in combination with a pharmaceutically acceptable carrier.

68. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 7 to the animal.

69. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 9 in combination with a pharmaceutically acceptable carrier.

70. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 9 to the animal.

71. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 10 in combination with a pharmaceutically acceptable carrier.

72. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 10 to the animal.